



The Federation for Identity and
Cross-Credentialing Systems®

FiXS® Bylaws
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Bylaws of
THE FEDERATION FOR IDENTITY
AND CROSS-CREDENTIALING SYSTEMS, INC.®

Article I: Nature

- 1 *Name.* The name of the corporation is the **Federation for Identity and Cross-Credentialing Systems, Inc. (“Federation”)**, which is a non-profit, non-stock corporation incorporated under the laws of the Commonwealth of Virginia.
- 2 *Location.* The principal office of the Federation is 10300 Eaton Place, Suite 500, Fairfax, VA 22030-2230. The Federation shall have such statutory registered office and agent as determined by the Board of Directors consistent with applicable Virginia law.
- 3 *Assets.* The Federation’s assets, including any intellectual property, will be owned by and accrue to the benefit of the Federation.
- 4 *Purposes/Objectives.* The purposes and objectives of the Federation are generally set forth in the Articles of Incorporation and include but are not limited to the following specific purposes and objectives:
 - a. Establish, maintain and oversee the Federation for Identity and Cross-Credentialing Systems (“FiXs®”) Network (“FiXs Network”) and standards for the purpose of interconnecting and cooperating for the specific efforts of identity protection, management and authentication for physical and logical access requirements, including compliance with certain common trust models, business rules, policies, and technical specifications standards adopted by the Federation. (The first instantiation of the Network was with the Department of Defense (“DoD”), which established an interface between its Defense Cross-Credentialing Identification System (“DCCIS”) and FiXs. Subsequent instantiations will provide solutions that satisfy Homeland Security Presidential Directive 12 (HSPD-12) and potentially other commercial and government requirements both domestically and internationally.
 - b. Establish a foundation for the interoperability of identity authentication and verification standards within the FiXs Network to include biometrics.
 - c. Maintain and enforce the provisions of the various governance documents that provide the foundation for the Federation, including the Trust Statement, the FiXs Policy, the Operating Rules (“Rules”), the Technical Interface and Specifications, Implementation Guidelines, Security Guidelines, and any governance documents, Memoranda of Understanding, and/or other agreements between government, industry, as well as the membership of the Federation.

d. Establish standards and oversee the operations of the FiXs Network. These responsibilities shall include:

- (1) Admit and revoke membership into the Federation and the FiXs Network.
- (2) Developing and executing the operating model for the Federation. This will include a plan for the financing the standards setting activities; certification activities; membership management; ongoing policy and standards updates; and oversight of the FiXs Network and Intellectual Property (IP) in compliance with such standards.
- (3) Copyrighting of the trust model, policy and “Rules” of the Federation; registering other documents or art (such as a service mark) as may be necessary; and issuing and licensing Federation technical solutions (including software), products and services to issuers and sponsors.
- (4) Developing and managing Federation service mark(s). This will include any graphics standards for and registering a FiXs service mark, by trademark, that will be owned by the Federation, and overseeing and enforcing the distribution and display of the service mark.
- (5) Contracting and/or licensing with members in Good Standing for the operations, management and oversight of a federated architecture and interfaces that constitute the FiXs Network and its associated IP. The Federation shall be responsible for the development, maintenance and operation of the core FiXs Network infrastructure requirements, standards, and related activities.
- (6) Maintaining the configuration and the interoperability of the FiXs architecture.
- (7) Establishing and maintaining assessment, auditing and certification requirements for sites, personnel, and equipment associated with the FiXs Network for both physical and logical access. This shall include employing the proper and necessary certification and accreditation (C&A) requirements and issuing the necessary authority to operate (ATO) to member firms as set forth in the Operating Rules and other Federation documents as may be amended from time-to-time.
- (8) Developing or modifying new product and service offerings and standards to keep the architecture relevant and current.

5 Tax Status. It is intended that the Federation be operated as a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding

provision of any subsequent federal tax law, and that the Federation only engage in activities permitted to be carried out by such an organization.

Article II: Participation

1. Membership. Membership is on an organizational or corporate basis determined by size and function of the entity. All members and the organizations or companies they represent agree to comply with the Federation's Bylaws, the Federation's anti-trust and intellectual property policies, and other policies, operating rules and procedures adopted by the Federation or the Board of Directors.
2. Classes of Membership. There are six classes of membership:
 - a. Founding Members. Founding Members are companies that established FiXs by participating in the initial pilot, proof of concept and transition to full production of the system. Founding Members are entitled to a seat on the Board of Directors, provided that the organization remains in Good Standing with FiXs, as determined by the Membership Committee. All Founding Members are entitled to two votes that may be cast in the resolution of any issue that is before the Board of Directors, the Membership Forum, or any Committee, Subcommittee or Work Group. If a Founding Member is acquired by, merges with, or in some manner assigns its' interest in the Federation to another company, the company making the acquisition or the company resulting from the merger shall retain the Founding Member status. Upon any such acquisition, merger or assignment, the resulting successor in interest shall be subject to any then prevailing membership conditions or criteria, such as background checks, etc. and pay the fee applicable to their membership class or size status. Further, any voting rights shall not be cumulative for any such party. Specifically, no single entity with Founding Member status can have more than two (2) votes and no other Member can have more than one (1) vote in the case of two (2) or more FiXs Members interests being combined in some manner. The following organizations are Founding Members:
 - (1) Founding Large Business Members. Companies with 500 or more employees. The Founding Full Members are: HP, Lockheed Martin Corporation, Northrop Grumman Corporation, and WidePoint. *(These companies are no longer members)*
 - (2) Founding Small Business Members. Companies with fewer than 500 employees. The Founding Small Business Member are: Data Systems Analysts, Inc; and Wave Systems Corp. *(Wave Systems Corp is no longer a member)*
 - (3) Founding Association Members. Associations or coalitions. The Founding Association Member is: AFCEA International - The Armed Forces Communications and Electronics Association. *(This association is no longer a member)*
 - (4) Founding Sole Proprietor Members. Sole Proprietor Entities that bring special skills or talents. The Sole Proprietor Members are: Unlimited New Dimensions, LLC,

3Factor, and Little River Management Group, LLC (or their assignees). (*3Factor is no longer a member*)

- b. Full Members. Organizations or corporations, other than the Founding Members, whose employees are enrolled in the FiXs Network, that rely on FiXs identifiers, that provide services or products to the FiXs Network, or that represent the interests of Participants in the FiXs Network. There are two categories of Full Members: Large Businesses and Small Businesses. Small Businesses are organizations or corporations that have fewer than 500 employees. Each Full Member shall be entitled to: privileges as specified in Article IV; be nominated to serve on the Board of Directors; and, if elected, be entitled to one vote on the Board; and cast one vote in the resolution of any issue that is before the Membership Forum, a Committee, Subcommittee or Work Group of the Federation.
- c. Associations and Not-for-Profit Members. Organizations that represent specific industry segments/sectors that have an interest in furthering the goals and objectives of the federated identity management and protection infrastructure for physical and logical access. These organizations may also have an interest in furthering a federated identity management and protection business model for their industry segment/sector. Certain Associations may also act as “portals” to FiXs, whereby the Association may induce or otherwise encourage members of that separate Association to join FiXs thereby increasing the level of membership in the Federation. Associations acting in this capacity, namely “*Associations acting as Portals*” will be entitled to a reduced dues amount over the dues applicable to other Associations.

Each Association and Not-for-Profit member shall be entitled to participate in the resolution of issues before the Membership Forum, or a Committee, Subcommittee or Work Group. Each shall also be entitled to one vote as specified in Article IV.

- d. Associate Members. Organizations whose employees are enrolled in the FiXs Network; that rely on FiXs identifiers; that provide services or products to the FiXs Network; or that represent the interests of Participants in the FiXs Network. Network User Associate Members are Associate Members that participate in the FiXs Network by having Participants enrolled in the system and/or by serving as Credential Issuers or Relying Parties. Non-User Associate Members are Associate Members that do not actively participate in the FiXs Network but participate by providing leadership, services or products/technologies to the FiXs Network. Non-User Associate Members do not have Participants enrolled in the FiXs Network, nor do they serve as Credential Issuers or Relying Parties. Each associate shall be entitled to participate in the resolution of any issue before the Membership Forum, a Committee, Subcommittee or Work Group of the Federation, but shall not be entitled to vote or have access to FiXs IP.
- e. Sole Proprietor Members. Organizations of ten or fewer employees who have a special interest or talent in support of the Federations' goals and objectives. Each member shall be entitled to participate in the resolution of any issue before the Membership Forum, a Committee, Subcommittee, or Work Group of the Federation, but shall not be entitled to vote. However, on a case-by-case basis, the Executive Committee may vote to make a

Sole Proprietor Member eligible to: (1) be elected to the Board of Directors; (2) vote on members of the Board of Directors; (3) vote on any issue before the Membership Forum, or a Committee, Subcommittee or Work Group of the Membership Forum; (4) chair a Committee or Work Group; and (5) participate in other activities not reserved for the Board of Directors under the Federation's Bylaws.

- f. Subscribers. Organizations that exclusively sponsor their employees and/or their agents to obtain and use FiXs-certified credentials. Subscribers do not participate in the proposing, drafting, or setting of standards, operating rules or other governance activities of the Federation. Subscribers do not participate on any committees, work groups or other member forums or hold any positions in the Federation. The only fees or obligations of being a Subscriber to the Federation entail paying a nominal fee associated with conducting any required background check(s) of the organization to determine the legitimacy of the organization and an affirmative acknowledgement of the obligations to comply with the rules and standards of the Federation; to include those associated with any Terms of Use License Agreement(s). Any organization or legal entity of any size, type or structure is eligible to become a Subscriber to the Federation, abiding by its operating rules, guidelines and policies, and thus use its certified services and products.
3. Government Advisors. While not being formal Federation members, government employees from certain federal, state, or other governmental agencies or departments approved by the Federation may participate in all Federation meetings, conference calls and other functions and provide input into the development of Federation projects and documents without paying dues. Each Government Advisor shall be entitled to participate in the resolution of any issue before the Membership Forum, a Committee, Subcommittee, or Work Group of the Federation. However, Government Advisors will not be entitled to a vote and do not have fiduciary duties as officers, directors, or committee members as part of the Federation.
4. Categories of Membership. The Federation may establish additional categories of membership or dissolve certain categories of membership, as determined to be in the best interests of the Federation, at its sole discretion. It is anticipated that membership categories will be based on an organization's role in the Federation, credential issuance and Network usage.
5. Membership Application. Application for membership shall be in accordance with the FiXs Operating Rules.
6. Membership Determination. Determination of membership is based upon whether the applicant meets the criteria for a category of membership and the requirements of the Federation. Any question with regard to membership determination shall be resolved by the Board of Directors.
7. Resignation. Any member may resign by filing a written resignation with the President of the Federation; however, resignation does not relieve a member from liability for any unpaid dues or fees, or any other obligation arising prior to the date of resignation. If a member has

made payment on any invoice prior to resigning, then no refunds will be given. Any FiXs IP must be returned to FiXs upon resignation.

8. *Termination.* Any member may be terminated for failure to maintain Good Standing eligibility for membership, for failure to pay required dues or fees, or for good cause in accordance with “due process” policies and procedures recommended by the Membership Committee and adopted by the Board of Directors.
9. *Membership Transfer and Allocation of Votes.* Founding Members each have two votes and Full Members and Associations/Not-for-Profit members shall each have one vote on issues before the Membership Forum and Committees, Subcommittees and Work Groups of the Membership Forum. In the case of the acquisition, merger or assignment of any FiXs membership, the resulting successor in interest shall be subject to any then prevailing membership conditions or criteria, such as background checks, etc. and pay the dues applicable to their membership class or size status. Further, any voting rights shall not be cumulative for any such party. Specifically, no single entity with Founding Member status can have more than two (2) votes and no other Member can have more than one (1) vote in the case of two (2) or more FiXs Members merging in some manner.

Article III: Dues, Fees, Vesting and Termination

Membership dues will be assessed on a sliding scale, based on an organization’s revenue and/or size. The Federation Strategy, Business, and Finance Subcommittee of the Executive Committee shall develop a business model for fees and other funding for: (1) the operation of the Federation and (2) the operation of the FiXs Network.

A member in Good Standing is a member who is current with dues payment or other such fees as prescribed by the Federation and that upholds its explicit and implicit responsibilities related to membership in the Federation. Payment is expected within 60 days of invoice date and by the date of membership expiration. The Federation may from time-to-time waive initiation fees for full members and/or allow for installment payment of dues as deemed necessary by the Board in order to increase participation in the Federation.

A new member shall obtain Good Standing in the Federation upon the acceptance of its membership application by the Federation as specified in Article II, Sections 5-6 and its’ payment of any applicable dues or fees.

Should a member’s dues not be paid by their renewal date, their membership shall be immediately suspended and the member shall be precluded from voting on any issue. Further, any person from the member who holds an officer position or other position of leadership in the organization shall forfeit their leadership position for the remainder of their term. Should the member’s dues be received within 30 days after the renewal due date, the membership shall be re-instated and their voting privileges restored without having to re-apply for membership.

The Chief Executive Officer of the Federation may grant extensions to the payment due date, or a grace period, on an exceptional basis and under extenuating circumstances of up to 14 days. No member shall be granted more than 1 grace period extension.

Article IV: Membership Forum and Meetings

1. Membership Forum Meetings. The Membership Forum shall be comprised of Federation members and Government Advisors, as specified in Article II, Section 2. The Federation shall conduct at least three general Membership Forum meetings a calendar year and may meet more often as is necessary. The time and place of these meetings will be determined by the President of the Federation.

a. Attendance at meetings. Attendance at Membership Forum meetings shall be limited to:

- (1) Founding Members of the Federation, who may each invite two guests.
- (2) Full Members of the Federation, who may each invite two guests.
- (3) Associate Members of the Federation.
- (4) Sole Proprietor Members of the Federation.
- (5) Association and Not-For-Profit Members of the Federation.
- (6) Government advisors.
- (7) Federation staff.
- (8) Guests invited by the Federation President.
- (9) Legal counsel designated by the President.

b. Means of Meeting. Any member of the Federation or of any Committee, Subcommittee or Work Group thereof, may participate in a meeting by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

2. Membership Forum Members and Rights.

a. Founding Members. Founding Members in Good Standing are members in perpetuity and shall be entitled to appoint a representative to a seat on the Board of Directors. Founding Members shall be eligible to: (1) vote on issues before the Board of Directors; (2) vote on members of the Board of Directors that are subject to election; (3) vote on any issue before the Membership Forum, or a Committee, Subcommittee or Work Group of the Membership Forum; (4) chair a Committee or Work Group; and (5) approve amendments to the Bylaws.

- b. Full Members. Full Members shall be eligible to: (1) be elected to the Board of Directors; (2) vote on members of the Board of Directors; (3) vote on any issue before the Membership Forum, or a Committee, Subcommittee or Work Group of the Membership Forum; (4) chair a Committee or Work Group; (5) participate in other activities not reserved for the Board of Directors under the Federation's Bylaws; and (6) have rights and access to FiXs IP.
 - c. Association and Not-for Profit Members. Association and Not-For Profit Members are entitled to: (1) vote on members of the Board of Directors; (2) vote on any issue before the Membership Forum, or a Committee, Subcommittee or Work Group of the Membership Forum; and (3) participate in other activities not reserved for the Board of Directors under the Federation's Bylaws.
 - d. Associate Members. An Associate Member is not entitled to vote, but may participate in the Membership Forum and a Committee, Subcommittee or Work Group of the Membership Forum to resolve issues.
 - e. Sole Proprietor Members. A Non-Voting Sole Proprietor Member is not entitled to vote, but may participate in the Membership Forum and a Committee or Work Group of the Membership Forum. However, on a case-by-case basis, the Executive Committee may vote to make a Sole Proprietor Member eligible to: (1) be elected to the Board of Directors; (2) vote on members of the Board of Directors; (3) vote on any issue before the Membership Forum, or a Committee, Subcommittee or Work Group of the Membership Forum; (4) chair a Committee or Work Group; and (5) participate in other activities not reserved for the Board of Directors under the Federation's Bylaws. If a sole proprietorship experiences a change of control, the Executive Committee reserves the right to reevaluate the membership status of such sole proprietorship and to re-determine membership status and any positions then held.
 - f. Government Advisors. A Government Advisor is not entitled to vote, but may participate in the Membership Forum and a Committee or Work Group of the Membership Forum.
3. Quorum of Members. The presence in person or by proxy of fifty percent of the voting members shall constitute a quorum for the purpose of transacting Federation business at Membership Forum meetings, or at Committee, Subcommittee or Work Group meetings. A simple majority of votes cast by members' present carries any action except where provided otherwise by law or by these Bylaws.
4. Voting Procedures. Voting may take place in person or by proxy provided by advance written notice. Votes may also be cast orally via conference call or via email either during or after a conference call. The Board of Directors may modify procedures for voting within the Federation based upon unusual or unique circumstances should they be in the best interests of the Federation.

Article V: Board of Directors

The Board of Directors shall manage the activities of the Federation.

1. *Duties.* The Board of Directors shall:
 - a. Vote on and approve the foundational documents, including the Bylaws (as specified in Article IX), the Trust Statement, the FiXs Policy, the Rules and the Technical Architecture and Specifications, and any amendments thereto.
 - b. Develop, approve and maintain an annual business plan and budget for the Federation.
 - c. Define and oversee the strategic direction of: the FiXs Network and Network Service Provider(s); Member Services Providers; Credential Issuers; and the Certification and Accreditation (C&A) and Authorization to Operate (ATO) processes, and the organization(s) responsible for these processes.
 - d. Assign responsibility for the day-to-day operations of the Network to the Officers of the Federation with oversight and advice from the Executive Committee as provided for in Articles VI and VII.
 - e. Remove members of the Board of Directors (Directors).

2. *Composition.* The Board of Directors shall be comprised of one representative designated by each of the Founding Member organizations and additional members elected from among the Full Members by all voting members, for a total not to exceed twenty-five voting members. Up to five Government Advisors selected by the Board of Directors may participate in meetings of the Board of Directors, but shall not have fiduciary duties or a vote on Board issues. Membership on the Board of Directors is on an organizational or corporate basis, not on an individual basis. The nominating subcommittee of the Membership Committee shall prepare a slate of: 1) members subject to election and 2) up to five Government Advisors. A nomination does not have to be made for each open seat, as the Board may have fewer than 25 members. The slate shall seek to achieve a balance of companies or organizations based on size and type of business or affiliation. The slate shall be prepared on behalf of the Board of Directors, which may modify the slate before approving it. The organization or company that a Director represents may appoint an alternate (the "Alternate Director") to serve in the capacity of Director in the event of the absence of the Director. When serving in the capacity of Director, the Alternate Director shall have all the rights, privileges and fiduciary duties and responsibilities of the Director. The words "Director" or "Directors" shall also include "Alternate Director or Directors" as applicable.

The President may, at his discretion, appoint a new member/applicant to fill any vacancy on the Board of Directors for a one-year term, without requiring voting by the Full Membership.

3. *Voting, Remote Participation, Informal Action.*
 - a. Each Founding Member Representative on the Board of Directors shall have two (2) votes, and each Full Member Representative shall have one (1) vote, with respect to any matter that comes before the Board of Directors.

- b. Members of the Board of Directors may participate in meetings of the Board of Directors by means of a telephonic conference call or by similar means of communication, provided that all persons participating in any such meeting can simultaneously hear and speak to each other. A director's participation in a meeting of the Board of Directors by the foregoing means shall constitute such director's presence in person at such meeting. The Board of Directors may take action by a majority of the votes cast at a meeting at which a quorum is present.
 - c. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if consent in writing to such action is signed by each director and such written consent is filed with the minutes of the proceedings of the Board of Directors. A director may submit his or her signature to a written consent executed in accordance with this Section by facsimile transmission or similar means of communication (e.g., a pdf file), provided that such director retains a copy of the original signature page for future reference. A consent executed in accordance with this Section has the effect of a meeting vote and may be described as such in any document.
4. Term of Office. Each member of the Board of Directors, other than the Founding members in Good Standing, may elect to serve a one or two-year term, except that half of the initial Board members taking office after January 1, 2006, shall serve one-year-terms to achieve staggered terms. The Board of Directors shall determine how those with one-year terms shall be selected.
5. Vacancies. If any vacancy occurs on the Board of Directors before the expiration of a term, the member organization holding the seat shall appoint a replacement subject to confirmation by the Board of Directors. If this appointment does not occur within 30 days of the vacancy occurring, the Board of Directors may determine the manner in which this vacancy shall be filled.
6. Meetings. The Board of Directors shall meet at least three times per year and may meet more often as is necessary. Meetings of the Board of Directors shall be called by the President. Meetings shall be limited to Board of Directors members, FiXs or secretariat staff, legal counsel designated by the Board of Directors, and guests invited by the President.
7. Quorum and Vote of the Board of Directors. The presence in person of fifty percent of the Board of Directors members shall constitute a quorum for the purpose of transacting Federation business at meetings of the Board of Directors. A simple majority of votes cast by "members present" carries any action.
8. Removal. Other than Directors representing Founding Members, a Director may be removed for cause by a majority of votes cast by the standing Board of Directors. Directors shall be automatically removed for missing three (3) or more meetings in a twelve (12) month period or because the director is no longer a member in Good Standing as defined by the Membership Committee.

9. *Compensation.* Members of the Board of Directors do not receive compensation from the Federation for their services on the Board.

Article VI: Officers and Staff of the Federation

1. *Officers.* Officers shall be elected from among the members of the Board of Directors. The following officers shall perform those duties that are usual to their positions. These offices are held by the individuals rather than the organization they represent. The offices of Secretary and Treasurer may be combined.
 - a. *President.* The President shall serve as the Chief Executive Officer of the Federation and shall be Chair of the Board of Directors. The President presides at meetings of the Board of Directors and the membership. The President has responsibilities for the activities and programs of the Federation and has the authority to make expenditures and execute contracts on behalf of the Federation.
 - b. *Vice President.* The Vice President shall also serve as Vice Chair of the Board of Directors.
 - c. *Secretary.* The Secretary shall also serve as the Secretary of the Board of Directors.
 - d. *Treasurer.* The Treasurer shall also serve as Treasurer of the Board of Directors.
2. *Election of Officers.* Upon the expiration of initial terms, officers shall be elected by voting members of the Federation. The nominating subcommittee of the Membership Committee shall develop a slate of officers for President, Vice President, Secretary and Treasurer.
3. *Terms.* Unless otherwise stated herein, officers shall be selected for a term no more than three (3) years. The Officers commitment may extend a Board of Directors member's term into a fourth year; if required.
4. *Staff Positions.* Subject to approval by the Board of Directors, the President may hire the following staff:
 - a. *Chief Operating Officer.* The Chief Operating Officer shall have responsibility for overseeing the operation of the FiXs Network.
 - b. *Chief Technology Officer.* The chief technology officer shall have responsibility for the development of new FiXs service offerings.
 - c. *Chief Financial Officer.* The Chief Financial Officer shall oversee all accounting and payment functions for the Federation and shall prepare monthly financial statements.

This position shall oversee adherence to the long range financial plan prepared by the Strategy, Business, and Finance Committee and approved by the Board of Directors.

d. Other staff as necessary.

5. *Compensation*. The Board of Directors shall determine appropriate compensation, if any, for officers.
6. *Vacancies*. If any vacancy occurs in an office before expiration of a term, an election shall be conducted to fill the officer's unexpired term.

Article VII: Committees, Sub-Committees, Boards and Working Groups of the Federation

The overriding objective of all committees is to maintain the viability of the Federation and interoperability of the FiXs Network and its certified products and services. Each standing committee must be chaired by a member of the Board of Directors, who shall be appointed by the FiXs President. The FiXs President may also appoint a vice chairperson for each committee. The organization or company that a committee member is employed by, or represents, may designate in writing an alternate member, with the same duties and responsibilities, to vote on matters before the Committee at any meeting that the regular committee member cannot attend. There are two types of committees: 1) Committee of the Board of Directors and 2) Committees of the Membership Forum.

1. *Committees of the Board of Directors*. The following standing committees are limited to members of the Board of Directors. Any member of the Board of Directors may volunteer to serve on these committees. Board members may co-chair the sub-committees of the Board along with the assigned co-chair FiXs Officers.
 - a. *Executive Committee*. This Committee is responsible for day-to-day operations of the Federation and the Network; for advising the President; and for making recommendations on decisions requiring action by the Board of Directors. This committee shall also prepare and facilitate resolution of and recommendation for agenda items going to the full Board of Directors. The Committee will oversee the implementation of actions voted on by the Board of Directors. This committee is comprised of: the officers; a representative of each Member Service Provider or Credential Issuer; a representative of each Network Service Provider; a representative of each certified independent third party assessor; and others appointed by the President. The President may invite guests to participate on this committee. This committee is chaired by the President and shall meet at the discretion of the President. The following subcommittees shall report to the Executive Committee:
 - (1) *Legal and Policy Subcommittee*. This sub-committee has jurisdiction over the FiXs By-Laws; FiXs Trust Model; FiXs Policy Document, and legal, contractual and privacy

matters. This committee shall develop a plan to register, protect, and manage the FiXs service mark(s) and intellectual property of the Federation.

The Legal and Policy Sub-Committee shall coordinate with all other sub-committees, boards or working groups on matters of mutual interest. The Board of Directors must approve modifications to the FiXs By-Laws; FiXs Trust Model, and FiXs Policy Document. This sub-committee will have a co-chair that is the FiXs Corporate Secretary.

(2) *The Change Control Board (CCB)*. The CCB shall be responsible for maintaining the technical specifications and interface configurations that constitute the make-up of the FiXs Network. The CCB will also maintain the FiXs Technical Architecture and Specifications document and shall be responsible for the technical development and modification of FiXs certified products and services, to include the oversight of development efforts and maintenance of software; site, product, service and security certification requirements through the FiXs test and lab environment. The CCB will also maintain the Certification and Assessment (C&A) processes and the C&A matrices approved by the Executive Committee. The CCB shall develop policies and practices for the security of the FiXs Network in keeping with government requirements and industry best practices. It shall maintain the FiXs Security Policy.

The CCB reports directly to the Executive Committee for recommendations on necessary implementation of changes that affect day to day operations of the Network; C&A and Security matters; approved products or services; and test and lab matters. The CCB will coordinate with all other sub-committees that have impact on matters under its jurisdiction. The CCB will have a co-chair that is the FiXs Vice President.

(3) *Federation Strategy, Business, and Finance Subcommittee*. This subcommittee shall develop and oversee the execution of a business plan to finance the long-term operation of the Federation (and any operating entity (ies) if established). This subcommittee shall also recommend appropriate compensation for officers and staff. For the operational FiXs Network, this sub-committee shall also develop and maintain the criteria for use and display of the service mark and evaluate alternative revenue models. . This sub-committee will have a co-chair that is the FiXs Treasurer.

(4) *Operating Rules and Guidelines Subcommittee*. This subcommittee has responsibility for the FiXs Operating Rules and FiXs Implementation Guidelines for both the physical and logical use of “FiXs-Certified Credentials”. These documents cover all matters affecting organizational and individual vetting procedures; enrollment processes; documentation; issuance; maintenance; and revocation of “FiXs-Certified Credentials” issued by an MSP or Credential Issuer for use on the FiXs Network and other interoperable Networks to which FiXs has established interface protocols. This subcommittee must continually coordinate with the Legal and Policy subcommittee, and the CCB, to ensure consistency with other processes, procedures and legal requirements of the Federation.

(5) *Elections and Membership Subcommittee*. The committee shall have responsibility for nominating, vetting and preparing the recommended slate of nominees for the annual election

of members to the Board of Directors from eligible full members. This election shall take place by January 31st of each year. The newly elected Board will be seated as of the succeeding May 1st after the election. This subcommittee shall also recommend any Government Advisors to the Board from Federal, State and Local agencies and jurisdictions. This subcommittee will also vet and prepare a slate of nominees for election of Officers of the Federation, per the cycle as prescribed by these By-Laws.

This committee shall also develop and execute a plan for membership recruitment and management and shall develop policies and practices for the acceptance of new Federation members. It shall deal with member benefits; parameters for a member in Good Standing and termination criteria for Full Members and other member classifications. This committee shall report to the Executive Committee.

Committees of the Membership Forum. The following standing committees are open to members of the Membership Forum, as described in Article IV, Section 3 of these Bylaws. Recommendations of these committees will be subject to review by the Membership Forum and will then be considered for adoption by the Board of Directors:

(1) Governance and Standards Committee. This committee shall have the responsibility for soliciting and collating the collective views, priorities, and issues of the general membership and user population and presenting them in a prioritized and concise manner to the Executive Committee for consideration and possible adoption. The Executive Committee will assign the recommendations to the appropriate Board Subcommittee for further vetting and preparation prior to presentation to the full Board for review and possible vote.--

(2) Education and Public Affairs Committee. This committee shall develop educational and promotional materials about FiXs. Inputs on topics and areas of focus will be accepted from the general membership as well as the full and associate members of the Federation.

Additional Committees. The Board of Directors may create additional committees to deal with issues of ongoing concern to the Federation or to the FiXs Network. As an example, the Certification and Accreditation Subcommittee will be established from time to time to address merging requirements.

Article VIII: Work Groups

1. Creation and Purpose. Work Groups are ad hoc groups created by any standing committee, the Membership Forum, or the Board of Directors. The purpose of a Work Group is to address a particular issue that is of concern to the Committee, the Membership Forum or the Board of Directors.

2. Work Group Chairperson. A Work Group shall have a chairperson, who shall be a founding or full member appointed by the President or chairperson of the body that created it.
3. Composition. Work Groups are composed of members of the Membership Forum, as described in Article IV, Section 3 of these Bylaws. The Work Group Chairperson may invite non-Federation members to participate in a work group if their participation will contribute to resolution of the issue at hand. The organization or company that a Work Group member is employed by or represents may designate an alternate member, with the same duties and responsibilities, to vote on matters before the Work Group at any meeting that the regular member cannot attend.

Article IX: Amendments to the Bylaws and Limitation of Liability

1. Amendments. Amendments to these Bylaws may be made at any meeting of the Board of Directors by a majority of the members present and voting. Notice of the proposed amendments shall be provided to all Board of Directors members at least fifteen calendar days in advance of the vote.
2. Release. In consideration for the opportunity to join and participate in the Federation, each member organization, company, and representative waives and discharges any and all rights that the member or any of its affiliates may now or in the future have to pursue any right, claim or cause of action, enforcement of any obligation or liability to it, recovery of any loss or other damage, or any other form of relief, by litigation, arbitration or any other means, resulting from any action or inaction of such person(s) in connection with activities of the Federation. In the event a member resigns from or otherwise terminates its membership on the Federation, this waiver shall continue indefinitely in full force and effect with respect to any such action or inaction occurring while such former member was a member of the Federation.
3. Severability of Provisions. Each provision of these Bylaws shall be incorporated in such a manner as to be effective and valid under applicable law. In the event that any one or more of the provisions of these Bylaws shall be held to be invalid, illegal or unenforceable, the remaining provisions of these Bylaws shall not be affected or impaired thereby.
4. Housekeeping. The Bylaws may be edited from time-to-time to provide consistency and accuracy with other approved governance documents and actions, and to address grammatical errors, without formal action of the Board of Directors through an amendment to the Bylaws. Any such editorial changes or revisions must be thoroughly documented as to the nature and necessity of the change and be reviewed and formally approved by all Officers of the Federation. The Bylaws will be annotated by sequential revision numbers (i.e. 2.2, 2.3 etc.) each time any such edit or revision is made. A summary of all such edits and revisions previously performed will be provided to each current member of the Board of Directors prior to each routinely scheduled Board Meeting.



Revision History

Version	Date	Comments
1.0	April 13, 2004	First Charter unanimously approved.
1.1	May 10, 2004	Changes primarily reflect DoD's interest in being a Federal advisor, rather than a member of the Council
1.2	February 11, 2005	Changes reflect changes made by the Board of Directors with regard to: the Initial Phase (adopted on October 4, 2004); the name change adopted in November 2004 for filing the Articles of Incorporation; and the addition of the Security Committee on February 11, 2005.
1.3	April 25, 2005	Modified to include individual members, to begin dues assessment on July 1, 2005, and to provide for terms of initial co-chairs.
1.4	July 28, 2005	Modified to address intellectual property; appointment of officers; ownership of the Federation; create Association members; and to make additional changes.
1.5	October 27, 2005	Housekeeping changes made for internal consistency.
1.6	December 15, 2005	Major rewrite to remove the initial phase from the Bylaws and clarify of membership and committees for the operational phase.
1.7	February 3, 2006	Revisions made to incorporate Counsel's recommended changes to ensure compliance with Virginia law.
1.9	October 16, 2006	Revisions made to clarify that all members understand and follow FiXs' intellectual property and anti-trust policies. Revisions made to amend the definition of sole proprietorship from fewer than three employees to fewer than ten and to become full members.
2.0	November 7, 2006	Revisions made to clarify tax status, ownership, participation based on general counsel's recommendations.
2.1	July 30, 2007	Revisions made to change correct address; clarify and revise Article I: Nature - Purposes/Objectives consistent with FiXs standards setting and network oversight roles, tax and regulatory guidance; incorporate four Bylaws amendments passed by the Board dealing with Article III: Dues Payments; Article IV - Membership Transfer; Article II - Membership Transfer; and Article IX - Housekeeping
2.2	November 26, 2007	Revisions made to replace original Article III: Dues Payments with Board-approved language regarding payment due dates and penalties for late payment. Additional minor revisions of a housekeeping nature intended to clarify or correct original text.
2.3	May 8, 2008	Revised Proviso at end of the Bylaws dealing with Board of Directors Composition reflecting unanimous vote of the Board

		granting the President the authority to appoint new Directors to the Board should there be any vacancy up until April, 30 2009.
2.4	July 10, 2008	Revised Article VII to update FiXs committees structure
2.5	January 28, 2010	Revised Article II. based on BoD voted changes to add a membership sub-category of “Association acting as Portal”, membership and membership dues payment; Article III. Based on Board vote to allow waiver of initiation fees and allow dues payments based on installment payments; Article V. to make permanent the FiXs President’s ability to appoint new members to fill vacant Board seats; and, Article VI. to remove language dealing with “Interim Officers” as this period has passed and the language now irrelevant.
3.0	September 1, 2010	Editorial changes. Synch with DoD/DMDC baseline versions 3.0
3.1	December 1, 2010	Revisions to Location, Administration, and matters relating to FiXs operations and property.
3.2	January 06, 2016	Housekeeping changes made for internal consistency.